Judith A. Lockhart Gerald W. Griffin Emily Milligan CARTER LEDYARD & MILBURN LLP 2 Wall Street New York, New York 10001 (212) 732-3200

Attorneys for Defendants

UNITED STATES DISTRICT COURT SOUTHERN DISTRICT OF NEW YORK

MANCHESTER INC., NICE CARS FUNDING, LLC, NICE CARS ACCEPTANCE ACQUISITIONCO, INC. AND NICE CARS OPERATIONS ACQUISITIONCO, INC.,

: <u>07 CIV 8659 (LTS)</u>

Plaintiffs,

- against -

AFFIDAVIT OF RAYMOND A. LYLE, II

RAY LYLE, VICTORIA LYLE, GINGER BOND, RAY LYLE II, ROBERT LYLE, AND LEEDOM & ASSOCIATES

Defendants.

STATE OF GEORGIA) ss: COUNTY OF CATOOSA)

Raymond A. Lyle, II, being duly sworn, deposes and says:

- I am the son of defendants Raymond and Victoria Lyle and I submit this 1. affidavit in support of Defendants' Motion to Dismiss the Second Amended Complaint on the ground that, among other things, the Court lacks personal jurisdiction over me and my brother Robert Lyle and sister Ginger Bond.
- I am a resident of Georgia. I have never lived in New York nor have I 2. ever owned real property in New York.

3. I was personally served with the Amended Complaint in Georgia. I do not have an agent appointed for service of process in New York.

4. I am the former Corporate Credit and Collections Manager of Nice Cars, Inc., a company located in Georgia. Nice Cars, Inc. and its affiliate were sold by my parents to plaintiff Manchester, Inc. pursuant to two share purchase and exchange agreements dated October 4, 2006 (the "Purchase Agreements"). I am not a party to the Purchase Agreements and thus I have not consented to the jurisdiction of this Court through the jurisdiction provisions of the Purchase Agreements.

- 5. I have never been an officer, director or shareholder of Nice Cars.
- 6. I have never conducted or transacted business in New York either on behalf of myself or any other person or entity.
- 7. I have never committed a tort in New York or outside New York causing injury in New York.
 - 8. I do not maintain bank accounts in New York.
 - 9. I do not advertise in New York.

Raymond A. Lyle, II

Sworn to before me this 15 day of January, 2008.

Cyntho Beaux Notary Public

My Commission Expires March 29, 2009